UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



FORM D

UNIFORM LIMITED OFFERING EXEMPTION

JUL 1 8 2007

NOTICE OF SALE OF SECURITIES 200 PURSUANT TO REGULATION D, SECTION 4(6), AND/OR 127/214

OMB APPROVAL

OMB Number: 3235-0076 Expires: March 30, 2008 Estimated average burden

hours per form.....1

SEC USE ONLY
Prefix Serial

DATE RECEIVED

<u>,</u>			<u>.</u>			
Name of Offering (☐ check if this is an		_				
Series A Preferred Stock Financing - s	sale and issuance of Series A	Prefer	red Stock and Comm	on Stock issuable u	ipon conversion o	of Series A Preferred Stock
Filing Under (Check box(es) that apply):	☐ Rule 504		Rule 505	☑ Rule 506	☐ Section	4(6) □ ULOE
Type of Filing:		×	New Filing	İ	☐ Amendmer	at
	A. Ba	ASIC IE	DENTIFICATION DA	ATA		
1. Enter the information requested abo	out the issuer					
Name of Issuer (check if this is an am	nendment and name has chang	ged, and	indicate change.)			
Sinexus, Inc.						
Address of Executive Offices	(Number and	Street,	City, State, Zip Code)	Telephone Numb	ber (Including Are	a Code)
1049 Elwell Court, Palo Alto, CA 9430	03			(650) 641-2100		
Address of Principal Business Operation (if different from Executive Offices)	s (Number and Street, City, S	tate, Zip	Code)	Telephone Numb	ber (Including Ar	a Code) PROCESSE
						JUL 2 0 2007
Brief Description of Business						30E E 0 2001
Medical device company	·		 			THOMSON
Type of Business Organization						(FINANCIAL
区 corporation	☐ limited partnership, alr	eady for	med		☐ other (please	specify):
☐ business trust	☐ limited partnership, to	be forme	ed			
Actual or Estimated Date of Incorporation	on or Organization:			<u>Year</u> 2003		
					☑ Actual	☐ Estimated
Jurisdiction of Incorporation or Organiza			Service abbreviation : r foreign jurisdiction)	for State:		DE

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed whithe SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote ordisposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	⊠ Executive Officer	☒ Director	General and/or Managing Partner
	t name first, if individual)				
Eaton, Donald					
	idence Address (Number and	Street, City, State, Zip Code)			
	urt, Palo Alto, CA 94303	<u> </u>	Mar of our	□ R'	П С
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last Kaufman, Rich	t name first, if individual)				
	idence Address (Number and	Street, City, State, Zip Code)			· – –
	urt, PaloAlto, CA 94303	,,,,,,			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last De Martini, Mo	t name first, if individual) onika				
	idence Address (Number and aurt, PaloAlto, CA 94303	Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last Mead, Dana	t name first, if individual)				
	idence Address (Number and	Street, City, State, Zip Code)			
	•	Sand Hill Road, Menlo Park,	.CA 94025		
Check Boxes that Apply;	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Las Moll, Frederic	t name first, if individual) H.				
	idence Address (Number and a	Street, City, State, Zip Code) Avenue, Mountain View, CA	94043		
Check Boxes that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
	t name first, if individual)			··· ·	Total aging t arrive
Tansey, Casey					
	idence Address (Number and See Partners, 2735 Sand Hill R	Street, City, State, Zip Code) Road, Menlo Park, CA 94025			
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
•	t name first, if individual) artners IX, L.P.				
Business or Res	idence Address (Number and				
Check	Road, Menlo Park, CA 940	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	C) Director	Managing Partner
	t name first, if individual) s, Inc., as nominee				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·	·- ·
2750 Sand Hill	Road, Menlo Park, CA 940	25			

						IN OK	ATTONAL						النبيات السياسي
1.	Has the iss	suer sold, or o	does the issu	er intend to					? g under ULOI	3.		Yes N	o <u>X</u>
2.	What is th	e minimum i	nvestment th	at will be a	ccepted from	m any indivi	idual?		••••		***********	\$	N/A
3.	Does the o	offering perm	it joint owne	ership of a si	ngle unit?.							Yes X N	0
4.	solicitation registered	n of purchase	ers in conne and/or with	ction with s a state or s	ales of sec tates, list th	urities in the name of the	e offering. ne broker or	If a person	to be listed:	is an associate	ed person or	agent of a b	emuneration for proker or dealer ersons of such a
Full	Name (Las	t name first,	if individual)									
		sidence Addr		and Street,	City, State	, Zip Code)							
. 14411	ic of Assoc	aled Broker	or iscarci										
		Person Liste											All States
(Cho [AL		ites" or check	(individual)	States) [AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
ILI IILI	•	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
IMI		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	jokj	[OR]	IPAJ
[RI]		ISCI	ISDI	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	jwvj	jwŋ	[WY]	[PR]
		t name first,			<u> </u>					<u></u>			· · · · - · · - · · · · · · · · · · · ·
													
Bus	iness or Res	sidence Addr	ess (Number	and Street,	City, State	, Zip Code)							
Nan	ne of Assoc	iated Broker	or Dealer						 .				
		Person Listo											
(Ch	eck "All Sta	ates" or checl	k individual	States)									All States
[AL]	{AK}	[AZ]	ĮARJ	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[AI]	(KS)	[KY]	[LA]	[ME]	[MD]	(MA)	[MI]	[MN]	[MS]	[MO]
IMI		[NE]	[NV]	[NH]	[NJ]	[NM]	INYI	[NC]	[ND]	[OH]	[OK]	ĮOR]	[PA]
[RI]		[SC] st name first,	[SD]	(TN)	[TX]	[บา]	[VT]	{VA}	[VA]	[WV]	ĮWη	[WY]	[PR]
ונטיז	Name (Las	st name mst,	ii maiviuuai	,									
Bus	iness or Re	sidence Addr	ess (Number	and Street,	City, State	, Zip Code)							
Nan	ne of Assoc	iated Broker	or Dealer		• .								
Stat	es in Which	Person Listo	d Has Solie	ited or Inten	ds to Solie	it Purchasers							
		ates" or check							*******************	«**«**««			All States
[AL		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		ĮNĮ	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	(MI)	[MN]	[MS]	[MO]
IMI		[NE]	[NV]	[NH]	ונאן	[NM]	[NY]	INC	[ND]	ЮНЈ	[OK]	[OR]	[PA]
[RI]		[SC]	[SD]	JTNJ	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the

Type of Security		Aggregate		An	nount Already
	(Offering Price			Sold
Debt	\$				
Equity	\$	3,499,999		\$	2,999,999
☐ Common ☑ Preferred					
Convertible Securities (including warrants)	\$			S	
Partnership Interests	s			s	
Other (Specify)	s			s	
Total		3,499,999		s	2,999,999
Answer also in Appendix, Column 3, if filing under ULOE.					
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					
		Number			Aggregate
		Investors			ollar Amount
					f Purchases
Accredited Investors		2			2,999,999
Non-accredited Investors					
Total (for filings under Rule 504 only)	_			s	
Answer also in Appendix, Column 4, if filing under ULOE.					
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C- Question 1.		Type of		Do	ollar Amount
The 100 to 100 t		Security			Sold
Type of Offering				•	
Rule 505					
Regulation A					
Rule 504					
Total				» —	
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
Transfer Agent's Fees				\$	
Printing and Engraving Costs				s	
Legal Fees			Ø		15,000
Accounting Fees					
Engineering Fees				\$	
Salva Commissions (specific finders' foos constrately)				•	

mish an estimate and eneek the box to the text of the estimate.		
Transfer Agent's Fees		\$
Printing and Engraving Costs		\$
Legal Fees	alpha	\$15,000
Accounting Fees		\$
Engineering Fees.		\$
Sales Commissions (specify finders' fees separately)		\$
Other Expenses (Identify) blue sky		\$300
Total	K	\$ <u>15,300</u>

2.

3.

C. OFFERING PRICE, NUMBER OF I	NVESTORS, EXPENSES AND	USE OF PROCEEDS			
 Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted 	esponse to Part C - Question 1 and d gross proceeds to the issuer"	d total expenses furnished	\$ <u>3,484,699</u>		
 Indicate below the amount of the adjusted gross proceeds to the issuer u If the amount for any purpose is not known, furnish an estimate and o payments listed must equal the adjusted gross proceeds to the issuer set 	check the box to the left of the o	stimate. The total of the	Payment To		
		Directors, & Affiliates	Others		
Salaries and fees		□ \$	□ s		
Purchase of real estate		□ \$	□ s		
Purchase, rental or leasing and installation of machinery and equipment		<u> </u>			
Construction or leasing of plant buildings and facilities		□ s	□ s		
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger		□ s	□ s		
Repayment of indebtedness.		□ \$	□ s		
Working capital		S	⋬ \$ <u>3,484,699</u>		
Other (specify):		□ s	□ s		
		□ s	□ \$		
Column Totals		□ \$	☑ \$3,484,699		
Total Payments Listed (column totals added)		☑ \$			
D. FED	PERAL SIGNATURE				
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conn-accredited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice commission, upon written reques	is filed under Rule 505, the t of its staff, the information	following signature constitutes a furnished by the issuer to any		
Issuer (Print or Type)	Signature	1	Date		
Sinexus, Inc.	Wath &		July 17, 2007		
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Matthew B. Hemington	Secretary				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

•	<u> </u>			
	E. STAT	E SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the dis	squalification provisions of such rule?	Yes	No 🗶
	See Appendix, Col	lumn 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to the state administrative such times as required by state law.	ator of any state in which the notice is filed, a notice on Form D	(17 CFR 2	239,500) at
3.	The undersigned issuer hereby undertakes to furnish to any state administra	tors, upon written request, information furnished by the issuer to	offerees.	
4.	The undersigned issuer represents that the issuer is familiar with the cond (ULOE) of the state in which this notice is filed and understands that the isconditions have been satisfied.	litions that must be satisfied to be entitled to the Uniform limite suer claiming the availability of this exemption has the burden of	d Offering establishing	Exemption g that these
	e issuer has read this notification and knows the contents to be true and has son.	duly caused this notice to be signed on its behalf by the unders	signed duly	authorized
lss	uer (Print or Type)	Signature /	Date	
Sia	exus, Inc.	Watter A	July 17, 2	007
Na	me (Print or Type)	Tiple (Print or Type)		
M	atthew B. Hemington	Secretary		

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

END